

CAMERON STOUT, CASB NO. 117373
 GORDON C. YOUNG, CASB NO. 158100
 CARA L. MEREDITH, CASB NO. 173887
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Attorneys for Defendants
 TORONTO DOMINION BANK; TD WATERHOUSE CANADA, INC.; TD
 WATERHOUSE INVESTMENT ADVICE; and TD CANADA TRUST

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

J. ROGER WOOD, TRUSTEE, PRIVAT
 FAMILIE TREUHAND TRUST,
 HYDRAUX MANUFACTURING (A
 Toronto Corporation), and HYDRAUX
 MANUFACTURING, INC. (a Nevada
 Corporation),

Plaintiffs,

vs.

TORONTO DOMINION BANK, TD BANK
 FINANCIAL GROUP, TD
 WATERHOUSE, TD WATERHOUSE
 CANADA, INC., TD WATERHOUSE
 INVESTMENT ADVICE, TD PRIVATE
 BANKING CENTER, and TD CANADA
 TRUST and DOES 1 through 25, inclusive,

Defendants.

Case No. C 07-00016 MJJ

**STIPULATION AND [PROPOSED]
 ORDER EXTENDING DEFENDANTS'
 TIME TO FILE RESPONSIVE
 PLEADING TO FIRST AMENDED
 COMPLAINT**

*Assigned to the Honorable Martin J.
 Jenkins for all purposes*

WHEREAS, Plaintiffs J. ROGER WOOD, TRUSTEE, PRIVAT FAMILIE
 TREUHAND TRUST; HYDRAUX MANUFACTURING and HYDRAUX
 MANUFACTURING, INC. ("Plaintiffs") filed an original Complaint herein;

WHEREAS, Defendants TORONTO DOMINION BANK; TD WATERHOUSE
 CANADA, INC.; TD WATERHOUSE INVESTMENT ADVICE; and TD CANADA

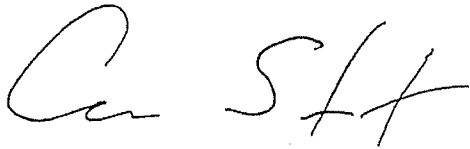
TRUST ("Defendants") in response to the original Complaint informed Plaintiffs' counsel that they would make a Motion to Quash that pleading on the grounds that the Court lacked jurisdiction over Defendants, and prepared such a Motion with supporting evidence for service and filing; and

WHEREAS, prior to the Motion's service and filing, Plaintiffs served and filed a First Amended Complaint;

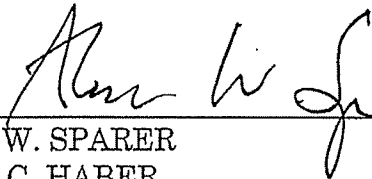
IT IS HEREBY STIPULATED by and between Plaintiffs and Defendants, through their respective counsel of record, that Defendants shall have an additional extension to and including February 20, 2007 in which to answer, move or otherwise respond to Plaintiffs' First Amended Complaint on file herein. Nothing contained herein shall be deemed a waiver of any parties' rights.

IT IS SO STIPULATED.

DATED: February 8, 2007


CAMERON STOUT
GORDON C. YOUNG
CARA L. MEREDITH
KEESAL, YOUNG & LOGAN
Attorneys for Defendants
TORONTO DOMINION BANK; TD
WATERHOUSE CANADA, INC.; TD
WATERHOUSE INVESTMENT ADVICE;
and TD CANADA TRUST

DATED: February 9, 2007


ALAN W. SPARER
MARC C. HABER
LAW OFFICES OF ALAN W. SPARER
Attorneys for Plaintiffs
J. ROGER WOOD, TRUSTEE, PRIVAT
FAMILIE TREUHAND TRUST, HYDRAUX
MANUFACTURING (A TORONTO
CORPORATION), AND HYDRAUX
MANUFACTURING, INC. (A NEVADA
CORPORATION)

ORDER

This Court, having reviewed this Stipulation of the parties, and good cause appearing therefor, orders that the Defendants shall have an extension of same to and including February 20, 2007 in which to answer, move or otherwise respond to Plaintiffs' First Amended Complaint on file herein.

